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**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION**

RICHARD E. HASKINS, *et al.*,

Case No. CV 11-05142-YGR

Plaintiffs,

DECLARATION OF MICHAEL W. KISGEN
IN SUPPORT OF HASKINS' MOTION FOR
LEAVE TO FILE SECOND AMENDED
COMPLAINT

CHEROKEE GRAND AVENUE LLC, *et al.*,

Fed. R. Civ. P. 15(a)(2)

Hearing:
Judge Yvonne Gonzalez Rogers
Courtroom 5, 2nd Floor
February 19, 2013
2:00 p.m.

AND RELATED CROSS ACTIONS.

DECLARATION OF MICHAEL W. KISGEN

I, Michael W. Kisgen, declare as follows:

1. I am an attorney in good standing, am licensed to practice law before this Court, and am an associate with the law firm Paladin Law Group® LLP, attorneys of record for Plaintiffs and Counter-Defendants Richard E. Haskins, Arthur L. Haskin, and the Estate of Arthur “Buzz” Haskins, Jr. (collectively, “Haskins”) in this action. I have personal knowledge of the matters stated in this declaration, and, if called upon to do so, could competently testify thereto.

2. On January 7, 2013, Haskins submitted via email a draft Second Amended Complaint to Cherokee and requested that Cherokee stipulate to amending Haskins First Amended Complaint. A true and correct copy of that email is attached hereto as **EXHIBIT 1**.

3. On January 8, 2013, Cherokee, along with Haskins, submitted a joint letter (“Joint Letter”) to this court regarding a discovery motion Cherokee intends to bring to strike Haskins’ expert, Everett Harry, and his report, and to prohibit testimony on the issue of alter ego. The joint letter also mentions that Cherokee seeks an order shortening time to hear its motion to strike.

4. The definitive majority of all Cherokee's documents were electronically produced to Haskins in multiple batches on November 27-29, 2012 and December 3, 5, 7 and 21, 2012. A true and correct copy of a document production list created by Cherokee and received by me is attached hereto as **EXHIBIT 2.**

5. Haskins took the depositions of Dwight Stenseth, former President of Cherokee San Francisco, LLC, Cherokee Grand Avenue, LLC, and Cherokee Acquisition Corp. on November 27, 2012; Douglas Mosteller, former Cherokee employee, on November 28, 2012; Oliver Pau, Rule 30(b)(6) person most knowledge for all Cherokee entities, on December 12, 2012; and Patricia Houle Sullivan, former Fuller O'Brien employee, on December 13, 2012.

6. On December 17, 2012, Haskins designated its experts and provided their reports, including Everett Harry.

7. On January 7, 2013, Cherokee refused to stipulate to amend Haskins' First Amended Complaint. A true and correct copy of an email from Cherokee's counsel, Greggory Brandt, received

1 by me is attached hereto as **EXHIBIT 3**.

2 8. All of Haskins alter ego allegations are based upon either documents produced by Cherokee
3 itself, depositions of the parties affiliated with Cherokee, or information publicly available about
4 Cherokee.

5 9. Counsel for Cherokee requested that Cherokee Investment Partners LLC be removed as an
6 original defendant in this case. A true and correct copy of a letter, dated November 14, 2011, from
7 Cherokee's counsel, Stephen McKae, attached hereto as **EXHIBIT 4**.

8 10. Everett Harry's expert report regarding alter ego is almost exclusively based upon the facts
9 gleaned from Cherokee's recent document productions and depositions.

10
11 I declare under the penalty of perjury under the laws of the United States that the foregoing is true
12 and correct and that this declaration was executed by me on January 14, 2013, in Contra Costa County,
13 California.

14
15 */s/ Michael W. Kisgen*

16 Michael W. Kisgen

